SCHEFFEL WILLIAM N

Form 4 May 31, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31, Expires:

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SECURITIES Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

	ddress of Repo WILLIAM	_	2. Issuer Name and Ticker or Trading Symbol CENTENE CORP [CNC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	(Check all applicable)				
7700 FORSYTH BOULEVARD			(Month/Day/Year) 05/30/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Exec VP, CFO & Treasurer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
ST. LOUIS, MO 63105							
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	equired Disposed of or Reneficially Owne			

(City)	(State)	Table Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)		5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/30/2013		S	22,191 (1)	D	\$ 50.8	84,994 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	ınd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.	mount		
								or			
						Date	Expiration Date	Title Number of			
						Exercisable					
				Code V	(A) (D)				nares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHEFFEL WILLIAM N 7700 FORSYTH BOULEVARD ST. LOUIS, MO 63105

Exec VP, CFO & Treasurer

Signatures

/s/ William N. Scheffel 05/31/2013

**Signature of Date Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This sale is pursuant to a 10b5-1 Trading Plan that was established on May 16, 2013. The weighted average price for this transaction is reported within the form. Full information regarding the number of shares at each price is available upon request.
- Ownership includes previous awards of 37,001 restricted stock units subject to vesting requirements. Since the date of Mr. Scheffel's last ownership report, 10,000 performance stock units were forfeited due to not meeting performance conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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